

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, CA 94105
(415) 541-0500

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

June 16, 2008

RECORDATION NO.

22607-K **FILED**

JUN 17 '08

-11 00 AM

SURFACE TRANSPORTATION BOARD

Ms. Anne K. Quinlan, Esq., Acting Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: Union Pacific Railroad Company
Substitution of Equipment
(UPRR 1999 B-1)

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Partial Release of Security Interest under Lessee Mortgage Agreement dated June 17, 2008, a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed document relates to the Lessee Mortgage Agreement dated December 16, 1999 (UPRR 1999 B-1), a memorandum of which was recorded with the Surface Transportation Board on December 15, 1999 at 1:15 P.M. under Recordation Number 22607-E.

The name and address of the party to the enclosed document is as follows:

Lessee: Union Pacific Railroad Company
1400 Douglas Street
Omaha, Nebraska 68179
Attention: Treasurer

The equipment covered on the date hereof by the enclosed document consists of:

1 SD9060MAC Locomotive bearing the road number UP 8501

A short summary of the document to appear in the index follows:

Partial Release of Security Interest under Lessee Mortgage Agreement
(UPRR 1999 B-1) dated June 17, 2008, from Union Pacific Railroad Company, as
Lessee.

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and

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recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Patrick Vining

Enclosures

JUN 17 '08

-11 00 AM

SURFACE TRANSPORTATION BOARD

PARTIAL RELEASE OF SECURITY INTEREST UNDER LESSEE MORTGAGE AGREEMENT

THIS PARTIAL RELEASE OF SECURITY INTEREST dated June 17, 2008 is made and entered into by the undersigned, Union Pacific Railroad Company (the "*Lessee*").

For good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Lessee hereby terminates, releases and discharges its security interest in the railroad equipment set forth on Schedule 1 attached hereto which has been deemed to have suffered an Event of Loss.


Such security interest was granted pursuant to that certain Lessee Mortgage Agreement (UPRR 1999 B-1) dated December 16, 1999 (the "*Lessee Mortgage Agreement*"), from TREBON Verwaltungsgesellschaft mbH & Co. Vermietungs KG (the "*Lessor*"), in favor of the Lessee, as supplemented (i) a memorandum of which was duly recorded with the Surface Transportation Board on December 15, 1999 at 1:15 P.M. under Recordation Number 22607-E and (ii) a memorandum of which was deposited with the Registrar General of Canada on December 15, 1999 at 10:13 A.M. Capitalized terms used herein without definition have the meanings assigned to them in the Lessee Mortgage Agreement.

**Partial Release of Security Interest under Lessee Mortgage Agreement
(UPRR 1999 B-1)**

Dated this 12th day of June, 2008.

**UNION PACIFIC RAILROAD COMPANY, -
as Lessee**

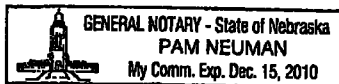
By: _____


Name: Gary W. Grosz

Title: Assistant Treasurer

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

On this 12th day of June, 2008, before me personally appeared Gary W. Grosz, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Pam Neuman
Notary Public

[Notarial Seal]

My commission expires

12-15-2010

SCHEDULE 1

EQUIPMENT	QUANTITY	ROAD NUMBERS
SD9060MAC Locomotive	1	UP 8501

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/17/08



Robert W. Alvord